

THE WOODLANDS TOWNSHIP

Board of Directors Meeting

REGULAR BOARD MEETING

January 17, 2013

MINUTES

THE STATE OF TEXAS §

COUNTIES OF HARRIS & MONTGOMERY §

The Board of Directors Meeting of The Woodlands Township met in regular session, open to the public, on January 17, 2013, posted to begin at 9:00 a.m. The meeting was held in a meeting room at the office of The Woodlands Township, Board Chambers, 2801 Technology Forest Blvd, The Woodlands, Texas, within the boundaries of The Woodlands Township.

Chairman:

Bruce Tough

President/General Manager:

Don Norrell

Vice Chairman:

Peggy Hausman

Staff/Advisors:

Alan Benson

Kim Cogburn

Secretary:

Ed Robb

Karen Dempsey

Taunya Jacques

Miles McKinney

Treasurer:

Gordy Bunch

Mike Page

John Powers

Daniel Ringold

Directors:

Mike Bass

Nelda Luce Blair

Jeff Long

Monique Sharp

Bret Strong

Susan Welbes

Renee Williford

Nick Wolda

1. Pledge of Allegiance:

Chairman Tough led the Pledge of Allegiance to the United States flag and Texas State flag.

2. Call meeting to order:

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Chairman Tough called the meeting to order at 9:05 a.m. and declared that notice of this meeting was posted 72 hours in advance at the Courthouse of Montgomery and Harris Counties and inside the boundaries of The Woodlands Township at the office building located at 2801 Technology Forest Boulevard, The Woodlands, Texas.

The roll was then called of the duly elected members of the Board with all members present, excluding Vice Chairman Hausman and Director Blair.** As there was a quorum of members present, the Board proceeded to conduct business regarding the following matters.

3. Receive, consider and act upon adoption of the meeting agenda;

Motion by: Secretary Robb moved to adopt the agenda as presented.

Second by: Treasurer Bunch

Note: Director Blair arrived after the Board voted to adopt the meeting agenda, but the Chairman allowed her vote to be included.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

4. Recognize public officials;

No public officials were recognized.

5. Public comment;

The following individuals addressed the Board:

- Claude Hunter-2 Townsend Place; commented on mobility concerns;
- Tom Dalton (Parati Rowing Club)-111 Wind Ridge; commented on the boathouse issue;
- Walter Boyd-202 Travis, Apt. #208, Houston, TX; commented on red light cameras;
- Cliff Brown-2203 Spring Lake Park; yielded his time;
- Simon Eastwick-1114 Wintergreen; commented on the boathouse issue

6. Update concerning 2013 agenda format:

Karen Dempsey, Management Analyst for The Woodlands Township, presented a brief overview of changes that were made to the meeting format. Items reviewed by Ms. Dempsey included:

- Meeting dates and time;
- Public Comment;
- Consent and Regular Agendas; and
- List of items to be considered at the Board's Wednesday evening meeting

CONSENT AGENDA:

(This agenda consists of non-controversial or "housekeeping" items required by law. One motion with modifications, if applicable, approves for action all items contained within the Consent Agenda. Items may be moved from the Consent Agenda to the Regular Agenda by any Board member making such request prior to a motion and vote.)

Note: Director Bass requested that items #14 and #15 be placed on the Consent Agenda. As there was no objection from the Board, these two items were added to the Consent Agenda.

7. Receive, consider and act upon the Consent Agenda:

- (a) Receive, consider and act upon approval of the minutes of the November 8, 2012 Board Workshop, November 8, 2012 Board Planning Retreat, November 14, 2012 Regular Board Meeting and December 6, 2012 Regular Board Meeting for the Board of Directors for The Woodlands Township;
- (b) Receive, consider and act upon Village Association Service Agreements;
- (c) Receive, consider and act upon approval of an amended 2013 meeting calendar for The Woodlands Township Board of Directors;
- (d) Receive, consider and act upon a Resolution supporting the Texas Recreation and Parks Account and Local Park Grant Program and the Texas State Park System;
- (e) Receive, consider and act upon conveyance of streetscape improvements in Town Center and the acceptance of maintenance obligations;
- (f) Receive, consider and act upon the acceptance of a temporary pathway easement that connects the East Shore neighborhood to The Waterway and Town Center;
- (g) Receive, consider and act upon the conveyance of Village of Sterling Ridge Sec. 68, ROSRs A, B, C, E, F and G; Sec. 83, ROSRs A, B, and D; Village of Creekside Park Sec. 9. ROSRs A, B, E and F; Sec. 18, ROSR B and ROSR A (Lake Voyageur Pond Park);

- (h) Receive, consider and act upon support of a Resolution for "Wills for Heroes" legislation;
14. Receive, consider and act upon the 2013 swimming pool schedule;
15. Receive, consider and act upon an update to The Woodlands Township Personnel Policy Manual regarding recruitment;

Motion by: Director Long moved to approve the Consent Agenda.

Second by: Director Blair

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

A Resolution Supporting the Texas Recreation and Parks Account and Local Park Grant Program and the Texas State Park System is attached hereto as Exhibit "A."

A Resolution Supporting the "Wills for Heroes" legislation is attached hereto as Exhibit "B."

8. **REGULAR AGENDA:**

9. **Receive, consider and accept a report from Retirement Horizons regarding The Woodlands Firefighters TLLFRA pension plan and authorize the President/General Manager to take steps to educate employees in connection therewith;**

Susan Welbes, Director of Human Resources for The Woodlands Township, provided background information on this item and then called on Mickey McDaniel from Retirement Horizons to provide a report.

Mr. McDaniel reminded the Board that the Township hired Retirement Horizons as an independent actuarial to replicate an original actuarial study that was commissioned by The Woodlands Firefighters using a set of plan design alternatives and a single set of actuarial assumptions. The results of Retirement Horizon's study were then reviewed and an overview of retirement plan designs was also provided. A question and answer period followed Mr. McDaniel's report to the Board.

Chairman tough then invited Doug Adams, President of The Woodlands Professional Firefighters' Association, to participate in the discussion. Mr. Adams commented that nothing had been approved as far as a benefit level and that the original study was done more as a feasibility study in order to bring back information to the local firefighters' membership on a range of benefits that possibly could be obtained. As Mr. Adams explained, the purpose of the firefighters' study was to improve benefits to the firefighter employees and to not incur any additional costs to the Township and taxpayers.

Motion by: Director Bass moved to accept the report from Retirement Horizons regarding The Woodlands firefighter TLLFRA pension plan and authorize staff to proceed with informational meetings with fire department employees age 36 and older who elect not to participate in the proposed TLLFRA pension plan to receive retirement benefits consistent with Township general employees.

Second by: Treasurer Bunch

Discussion followed. Prior to the vote on the motion, Don Norrell, President/General Manager, of The Woodlands Township, asked for clarification from Ms. Welbes related to the motion having no language regarding the transfer of 401(a) and 457 contributions to purchase prior years of service. Ms. Welbes stated that the intent was to first have the educational meetings with the firefighters and then, if the firefighter wanted the Board to make a plan amendment, this would come back to the Board at a later date. Ms. Welbes commented that legal counsel indicated that it is possible to allow plan to plan transfers from the 401(a) plan into a defined benefit plan.

Director Bass suggested having staff come back to the Board with the pros and cons of allowing the plan to plan transfers. It was then recommended that this item come back to the Board in February.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

10. **Receive, consider and act upon presentations and approval of the 2013 Parks and Recreation Capital Improvement Projects and authorize the President/General Manager to take steps to educate employees in connection therewith;**

Director Long commented that the Board had already looked at this item and approved it during the 2013 budget process. The question was raised as to why this item needed to come back to the Board.

John Powers remarked that the reason this item is being presented is to allow the Board the opportunity to reaffirm its previous decision to approve the 2013 Parks and Recreation Capital Projects and to authorize the President/General Manager to approve all invoices, progress payments, draws and reimbursements.

Director Bass suggested that the Board make it part of its operating procedures not to revisit items that have been previously approved during the budget process and allow the President/General Manager the authority to approve all invoices, progress payments, draws and reimbursement related to capital projects provided the amounts are within the approved budgets and the projects are within scope.

Motion by: Director Long moved to approve the 2013 Parks and Recreation Capital Projects schedules and budgets as submitted for the new parks and pathways and Town Center Streetscape project and authorize the President/General Manager to approve all invoices, progress payments, draws and reimbursements provided the amounts are within the approved budgets and the projects are within their scope as presented' any material deviation from the approved budget or scope shall require approval by the Board of Directors.

Second by: Secretary Robb

Board discussion followed.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

11. Receive, consider and act upon a presentation of a quarterly update from The Woodlands Convention and Visitors Bureau;

Nick Wolda, President of The Woodlands Convention and Visitors Bureau (TWCVB), presented a quarterly update on TWCVB services, visitor activity, special event attendance and destination marketing efforts. Also included in Mr. Wolda's report were the following: Waterway Cruiser update and CVB/Waterway Cruiser financials for the eleven months ended November 30, 2012.

Motion by: Director Bass moved to accept the quarterly update from The Woodlands CVB.

Second by: Director Blair

Board discussion followed.

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Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

12. Receive, consider and act upon a proposal from World Triathlon Corporation to host the Iron Girl Triathlon event;

Nick Wolda presented an overview of this item. Following Mr. Wolda 's comments, Scott Langen, Race Director for Memorial Hermann Ironman Texas, was called on to make a presentation. Mr. Langen presented a short video on the Iron Girl event which was then followed by information on the event itself.

Mr. Langen informed the Board that the World Triathlon Corporation (WTC) is looking at bringing the Iron Girl event to the greater Houston area (The Woodlands), Austin or Dallas. The event is designed as an event series, not necessarily a triathlon with a focus on getting women involved in a healthy and active lifestyle.

Mr. Wolda informed the Board that TWC would like to hold the event in October, but the event date was still being worked out. The Woodlands CVB Board received a proposal from TWC requesting \$20,000 per year during a three year period in support of the event. The Woodlands CVB Board discussed providing funding in the amount of \$20,000 toward start up costs for the first year with no cash payments for year two and three.

Board discussion followed.

Motion by: Director Blair moved to authorize the President/General Manager of the Township and President and General Manager of The Woodlands CVB to negotiate an agreement with World Triathlon Corporation to bring the Iron Girl event to The Woodlands and bring the agreement back to both Boards, respectively, in February for final approval in the hopes they can work out a date.

Second by: Treasurer Bunch

Board discussion followed.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

13. Receive, consider and act upon a tax abatement agreement with CB&I;

Daniel Ringold, legal counsel for The Woodlands Township, provided background information on this item. Mr. Ringold informed the Board that Chicago Bridge & Iron (CB&I) is contemplating a major expansion of its campus in The Woodlands and that Montgomery County approved a tax abatement agreement with CB&I on December 17, 2012. According to the Township's tax abatement policy, The Township's tax abatement policy mirrors the Montgomery County Tax Abatement Policy, Guidelines and Criteria.

Motion by: Director Blair moved to approve the tax abatement with Chicago Bridge & Iron (CB&I) and authorize the Board Chairman to sign the tax abatement agreement in connection therewith.

Second by: Secretary Robb

Board discussion followed.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

14. Receive, consider and act upon the 2013 Swimming Pool Schedule;

This item was moved to the Consent Agenda.

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15. Receive, consider and act upon an update to personnel rules regarding recruitment criteria;

This item was moved to the Consent Agenda.

16. Receive, consider and act upon a contract renewal with The Goodman Corporation for transportation consulting services for the 2013 calendar year (as recommended by the Ad Hoc Transportation Committee);

Miles McKinney, manager of Intergovernmental Relations and Transportation for The Woodlands Township, provided background information on this item. Mr. McKinney reviewed details of the existing contract with The Goodman Corporation (TGC) that expires January 31, 2013. The contracted amount for services under the current contract is \$100,000 for four tasks.

During the 2013 budget process, the Board approved \$100,000 for transportation consulting services with TGC. Based on the 2010 Census, however, the Township was designated as a Large Urban Area and as a result was given more responsibility for its transportation needs. This required that the Township make some changes to its contract with TGC which included:

- Changing the Scope of Work to include six tasks for a contracted amount of \$200,000;
Note: The Township is eligible to receive matching federal funds, thus providing a savings of approximately \$35,000 over the 2012 contract with TGC;
- Adding language that is more specific regarding "Conflict of Interest" as TGC also provides consulting services to other entities, including the City of Conroe;
- Adding more specific language that would allow the Township to eventually assume more responsibility for some operational tasks

Motion by: Director Bass moved to approve the Ad Hoc Transportation Committee's recommendation to approve The Goodman Corporation 2013 consulting services contract with the proposed Exhibit "A: Scope of Services and authorize the President/General Manager to execute the contract on Behalf of The Woodlands Township.

Second by: Director Long

Board discussion followed.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

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17. Receive, consider and act upon membership in the Transportation Advocacy Group (as recommended by the Ad Hoc Transportation Committee);

Miles McKinney provided background information on this item. Mr. McKinney informed the Board that the Houston area Transportation Advocacy Group (TAG) advocates getting its fair share of mobility projects. This group is made up of almost 700 members including individuals, corporations, and special districts and is expanding to include governments. One year membership dues for the Township would be \$5,000.

Following Mr. McKinney's presentation, Chairman Tough called for comments from the Township's Ad Hoc Transportation Committee. Director Long, Chair of the Ad Hoc Transportation Committee, commented that the committee felt it would be worth getting involved, at least for the first year, in order to see what impact there might be derived from membership in this organization.

Motion by: Director Bass moved to approve membership in the Transportation Advocacy Group for Calendar Year 2013 at a governmental dues level of \$5,000 with funding provided from the Ad Hoc Transportation Committee's authorized budget.

Second by: Director Long

Board discussion followed.

Motion passed unanimously (5-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	absent**		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		
**not present for the vote			

18. Receive, consider and act upon revisions to Township Board Committee policies regarding the Texas Open Meetings Act (as recommended by the Ad Hoc Transportation Committee);

This item was pulled from the agenda, but will be brought back at a later date for Board consideration and action.

19. Receive, consider and act upon an amendment t the Interlocal Agreement with Montgomery County to provide fuel for the law enforcement contract;

John Powers presented background information on this item. The Board was informed that Conroe Independent School District had notified Montgomery County that they would no longer provide fuel to South County law enforcement patrol vehicles at the current fuel depot located in Oak Ridge. As a result of this, County vehicles as well as The Woodlands contracted patrol vehicles would need to travel to the County's fuel depot located in Conroe unless another solution could be found.

Mr. Powers commented that the Township's fuel depot, located on Millennium Forest Drive, has an 8,000 gallon tank that would have the capacity to support the fuel needs for The Woodlands patrol units. Legal counsel drafted a proposed amendment to the Interlocal Agreement with the County and there is no budget impact related to the amendment.

Motion by: Director Blair moved to approve an amendment to the Interlocal Agreement with Montgomery County for the Provision of Law Enforcement Services that enables the Township the ability to provide fuel to the County and authorize the President/General Manager to execute a final agreement upon review and approval of Township legal counsel and Montgomery County.

Second by: Director Long

Board discussion followed.

Motion passed unanimously (6-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	x		

20. Receive, consider and act upon an update on the February 2013 Board Retreat;

Karen Dempsey informed the Board that the two topics for discussion at the Board's February 21, 2012 Planning Retreat would be in regards to the Township's Reserve Study and Policies and Insurance. Ms. Dempsey referred the Board to information in their meeting packet that outline the focus areas that the Board will discuss under each topic.

Board discussion followed. There was no need to take action on this item.

CLOSED MEETING (if applicable):

21. Recess at 11:18 a.m. to Executive Session to discuss matters relating to real property pursuant to §551.072, Texas Government Code; deliberation of economic development negotiations pursuant to

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§551.087, Texas Government Code; discuss personnel matters pursuant to §551.074, Texas Government Code; and to consult with The Woodlands Township's attorney pursuant to §551.071, Texas Government Code;

22. Reconvene in Public Session at 12:34 p.m.;

Chairman Tough announced that it would be necessary to take action on matters discussed in Executive Session.

Note: Director Long did not return to the meeting following Executive Session due to a prior commitment.

23. Receive, consider and act upon changes to The Woodlands Township pay schedule;

There was no further discussion of this item.

Motion by: Director Blair moved to approve changes to The Woodlands Township's pay schedule.

Second by: Secretary Robb

Motion passed unanimously (5-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	absent		

24. Receive, consider and act upon a presentation regarding a community boat house at Northshore Park;

There was no presentation made on this item due to time restrictions.

25. Receive, consider and act upon a proposal from Parati Competitive Rowing to rent space in the Riva Row Boat House for the storage of boats and related equipment;

There was no further discussion of this item.

Motion by: Chairman Tough moved to direct The Woodlands Rowing Club and Parati Rowing Club to mediate with the U.S. Rowing Association the sharing of an existing boathouse located at Northshore

Park within the next 30 days. The following requests were made in the event that mediation is not accomplished and is not successful:

- Township staff is requested to consult with legal counsel and pursue all legal remedies available to The Woodlands Township to protect the Township's lease interests at Northshore Park with the current facility located there.
- The Township is requested to enter into a month to month lease agreement with Parati Rowing for the temporary use of the boathouse located on the Waterway. This lease agreement will terminate in four months after creation of the lease. Staff is directed to negotiate terms of the lease and bring the lease back to the Board of Directors when it is ready for consideration.

Second by: Director Bass

Motion passed unanimously (5-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Director)	x		
Blair, Nelda Luce (Director)	x		
Long, Jeff (Director)	absent		

JANUARY 23, 2013 BOARD MEETING:

The following items will be considered at the January 23, 2013 Board meeting:

26. Receive, consider and act upon a presentation regarding fees and charges for recreation facilities, pools, programs and services;
27. Receive, consider and act upon a policy concerning the placement of American flags at park entrances;
28. Receive, consider and act upon the annual review of The Woodlands Township's Investment Policy, including any revisions, and adoption of a Resolution Adopting Investment Policies and Guidelines for The Woodlands Township;
29. Receive, consider and act upon authorization of an investment in a Certificate of Deposit with a two-year maturity;

DISCUSS FUTURE AGENDA / ANNOUNCEMENTS:

30. Consideration of items to be placed on the agenda for next month's meeting;

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There were no items presented for placement on next month's meeting.

31. Board announcements:

There were no announcements.

32. Adjournment.

Motion by: Secretary Robb moved to adjourn the meeting at 12:40 p.m.

Second by: Director Blair

Motion passed unanimously (5-0).

Directors	YES	NO	ABSTAIN
Tough, Bruce (Chairman)	x		
Hausman, Peggy (Vice Chairman)	absent		
Robb, Ed (Secretary)	x		
Bunch, Gordy (Treasurer)	x		
Bass, Mike (Directors)	x		
Blair, Nelda Luce (Directors)	x		
Long, Jeff (Directors)	absent		

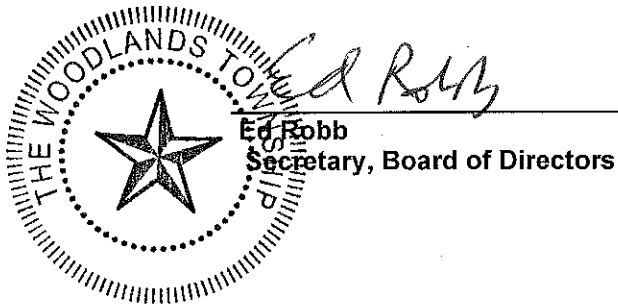


EXHIBIT OMISSIONS*

EXHIBIT "A"

EXHIBIT "B"

***To view Exhibits, please contact the Records Department at 281-210-3974.**